

**AMENDMENT OF RESTRICTIVE COVENANT
FOR
ZONING CASE NO. C14-72-015**

Owners: ZIF Holdings, Inc., a Texas corporation, *et.al.*
(see below for remaining Owners)

City: The City of Austin, a home-rule city, municipal corporation and political subdivision of the State of Texas, in Travis County, Texas.

City Council: The City Council of the City of Austin

Consideration: Ten and No/100 Dollars (\$10.00) and other good and valuable consideration paid by the Owner to the City of Austin, the receipt and sufficiency of which is acknowledged.

WHEREAS, John D. Byrum, as owner of all that certain property described in Zoning File No. C14-72-015, consisting of approximately 31.49 acres of land, more or less, (the "Original Property"), as more particularly described in the restrictive covenant recorded in the Real Property Records of Travis County, Texas, in Volume 4365, Page 149, (the "Restrictive Covenant") imposed certain restrictions and covenants on the Original Property by the Restrictive Covenant of record.

WHEREAS, the Restrictive Covenant provided that the covenant could be modified, amended, or terminated by joint action of both (a) a majority of the members of the City Council, and (b) the owner of the Original Property at the time of such modification, amendment or termination. There now being several owners of the subdivided Original Property, their collective action is required to modify, amend, or terminate the Restrictive Covenant.

WHEREAS, ZIF Holdings, Inc., a Texas corporation, is the current owner of a portion of the Original Property identified as 1517 East Anderson Lane (the "Anderson Lane Property"), and more particularly described by metes and bounds as approximately 3.58 acres of land in Exhibit "A" incorporated into this Amendment of Restrictive Covenant (the "Amendment"), and desires to amend the Restrictive Covenant as to the Anderson Lane Property and to amend the modification provision of the Restrictive Covenant.

WHEREAS, the City Council and the owners ("Owners") of the Original Property agree the Restrictive Covenant should be amended as to the Anderson Lane Property and the modification provision.

NOW, THEREFORE, for and in consideration of the premises and mutual promises, covenants, and agreement hereinafter set forth, the City of Austin and the Owners agree as follows:

4-29-10 # 72

1. The following applies to the Anderson Lane Property only:

Paragraph No. 1 of the Restrictive Covenant is amended to remove the following from the list of prohibited uses:

~~(e) Drive-in type cafes use (but not prohibiting restaurants or eating places whereby all customers are served inside a building);~~

All other uses shown in Paragraph No. 1 are to remain as prohibited uses.

2. The Anderson Lane Property may be developed with a drive-in services use provided that development complies with the following standards:
 - a) A six-foot high masonry wall shall be constructed along the south property line adjoining Buttermilk Creek as shown on Exhibit "A". Measurement of the wall must use construction elevation grades depicted on an approved City of Austin site plan.
 - b) Screening of applicable features as set forth in Section 25-2-1006 (*Visual Screening*) of the City Code is required. Such screening shall incorporate the design elements set forth in Section 2.4.3 (*Buffering*) of the Environmental Criteria Manual ("ECM") and shall be located within the 50 foot non-development buffer zone as delineated on the survey or plat. The screening and design elements requirements outlined under these sections of the City Code and ECM must be exceeded by at least 50 percent.
 - c) The noise level of mechanical equipment including outdoor speakers may not exceed 70 decibels at the west property line. Any outdoor speakers shall be oriented away from the single family residential neighborhood to the south, or screened by a device, wall, fence, structure, or other screening device.
 - d) Outdoor lighting fixtures shall be fully shielded with full cut-off light fixtures.

3. Paragraph No. 9 of the Restrictive Covenant is amended as follows:

(9) This agreement may be modified, amended, or terminated only after notice and hearing to all adjoining property owners and by joint action of both (a) a majority vote of the members of the City Council of the City of Austin, or such other governing body as may succeed the City Council of the City of Austin, and (b) by the owner(s) of the above described property or portion of the above described property subject to the modification, amendment, or termination, at the time of such modification, amendment, or termination,

4. Except as expressly provided for in this Amendment, each and every one of the terms, conditions, and provisions of the Restrictive Covenant, as set forth in the Restrictive Covenant, shall continue in full force and effect on and after the effective date of this Amendment.
5. The City Manager, or his designee, shall execute, on behalf of the City, this Amendment for Zoning File No. C14-72-015, as authorized by the City Council of the City of Austin. The Amendment shall be filed in the Official Public Records of Travis County, Texas.

6. This Agreement may be executed in any number of counterparts, each of which is deemed to be an original, and all of which are identical.

EXECUTED to be effective the 29th day of April, 2010.

OWNERS

ZIF Holdings, Inc

AAA Fire & Safety Equipment Co Inc

Comerica Bank

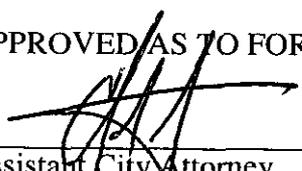
Semeia Properties LP

Alliance ES Anderson Springs LLC

183 Apartment Site Ltd

Austin Creekwood Apartments Ltd

APPROVED AS TO FORM:

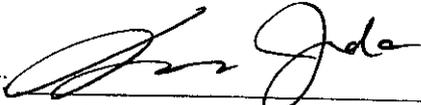


Assistant City Attorney
City of Austin

(SIGNATURE AND ACKNOWLEDGEMENT PAGES TO FOLLOW)

SIGNATURE PAGE FOR ZIF HOLDINGS, INC.
Property: Lot 1 Blk A, Fidai's East Anderson Lane Subdivision
1517 East Anderson Lane

**Zif Holdings, Inc.,
a Texas corporation**

By: 
Inayat Fidai, President

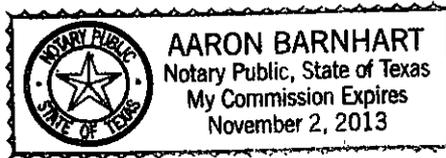
Date: 03/23/2010

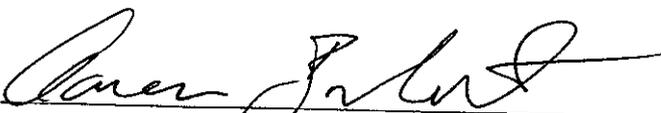
Address: 11500 Citrus Cove
Austin, Texas 78752

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the 23rd day of March, 2010, 2010, by Inayat Fidai, President of ZIF Holdings, Inc., a Texas corporation, on its behalf.




Notary Public, State of Texas

SIGNATURE PAGE FOR
AAA FIRE & SAFTY EQUIPMENT CO. INC.
Property: Lot 1, B less 0.174 ac Headway 8-A Resub Lot 1
2000 East Anderson Lane

AAA Fire & Safety Equipment Co, Inc.
a Texas corporation

By: M. J.

Name: MAJID HEMMASI

Title: PRESIDENT

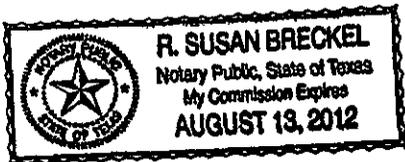
Date: 04/08/10

Address: 6700 GUADALUPE
AUSTIN, TX 78752

THE STATE OF TEXAS §

COUNTY OF Tarrant §

This instrument was acknowledged before me on this the 8th day of April,
2010, by MAJID HEMMASI (Name), PRESIDENT (Title),
of AAA Fire & Safety Equipment Co., Inc. a TEXAS CORP., on its
behalf.



R. Susan Breckel
Notary Public, State of Texas

SIGNATURE PAGE FOR
COMERICA BANK
Property: Western Bank Plaza Sec 3 (2.26 acres)
2315 East Anderson Lane

Comerica Bank,
a national banking association

By: [Signature]

Name: Rob Soper

Title: Vice President

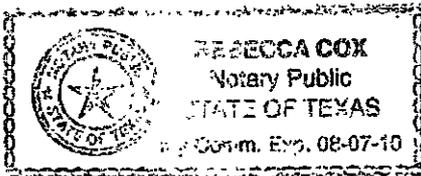
Date: April 13, 2010

Address: Corporate Real Estate Department
10601 Forest Lane, Suite 300
Dallas TX 75243

THE STATE OF TEXAS
COUNTY OF Dallas

§
§
§

This instrument was acknowledged before me on this the 13 day of April, 2010, by Rob Soper (Name), Vice President (Title), of Comerica Bank, a national banking association, on its behalf.



Rebecca Cox
Notary Public,
State of Texas

My commission expires: 08-07-10

SIGNATURE PAGE FOR
SEMEIA PROPERTIES LP
Property: Lot 1 less 0.087 acres T. M. H. A. Subdivision
2215 East Anderson Lane

Semeia Properties LP,
a _____ limited partnership

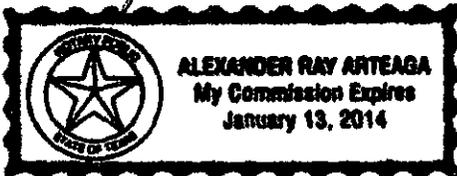
By: GEORGE DUAN
Name: George Duan
Title: limited partner

Date: 3/23/10

Address: 2215 East Anderson Lane
Austin Texas 78752-1924

THE STATE OF TEXAS §
COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the 23 day of MARCH,
2010, by George Duan (Name), limited partner (Title),
of Semeia Properties LP, a _____ limited partnership, on its behalf.



Alexander Ray Arteaga
Notary Public, State of Texas

SIGNATURE PAGE FOR
ALLIANCE ES ANDERSON SPRINGS LLC
Property: 10.097 acres PHS 1 The Creeks Subdivision
1901 East Anderson Lane

Alliance ES Anderson Springs LLC
a Delaware limited liability company

By: *Paul R. Nauschatz, Jr.*
General/Managing Partner

By: _____

Name: *Paul R. Nauschatz, Jr.*

Title: *Servicing Officer*

Date: *3/23/2010*

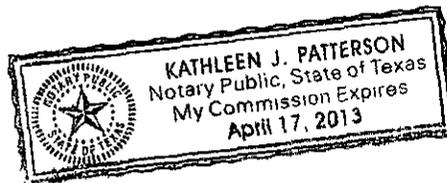
Address: c/o Centerline Capital Group
5221 N. O'Connor Blvd, Suite 600
Irving, TX 75039
Attn: Scott Bukhair

THE STATE OF TEXAS §

COUNTY OF *Dallas* §

This instrument was acknowledged before me on this the *23* day of *March*, 2010, by *Paul R. Nauschatz Jr* (Name), *Servicing officer* (Title), of *Centerline Capital Group* (Entity), General/Managing Partner, of Alliance ES Anderson Springs LLC, a Delaware limited liability company, on behalf of the _____ and the company.

Kathleen J. Patterson
Notary Public, State of Texas



SIGNATURE PAGE FOR
183 APARTMENT SITE LTD
Property: Lot 1 Walnut Creek Center
1700 East Anderson Lane

183 Apartment Site Ltd.
a Texas limited partnership

By: JOHN D. BYRAM
General/Managing Partner

By: [Signature]
Name: JOHN D. BYRAM
Title: CEO

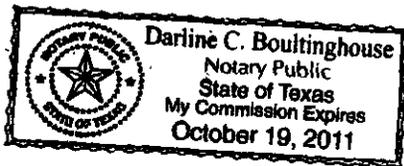
Date: 4-8-10

Address: 510 South Congress Ave, SUITE 400
Austin, TX 78704-1740

THE STATE OF TEXAS §
COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the 8th day of APRIL,
2010, by JOHN D. BYRAM (Name), CEO (Title),
of 183 APARTMENT SITE, LTD. (Entity),
General/Managing Partner, of 183 Apartment Site Ltd, a Texas limited partnership, on behalf of
the partnership.

[Signature]
Notary Public, State of Texas

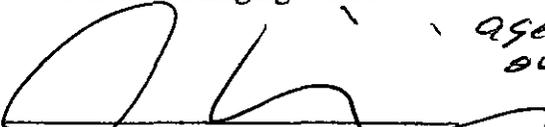


SIGNATURE PAGE FOR
AUSTIN CREEKWOOD APARTMENTS LTD
Property: Lot 1 Creekwood Subdivision
1601 East Anderson Lane

**Austin Creekwood Apartments Ltd
a Texas limited partnership**

By: _____

General/Managing Partner

By:  agent for owner

Name: James Weissmiller

Title: Regional Vice President

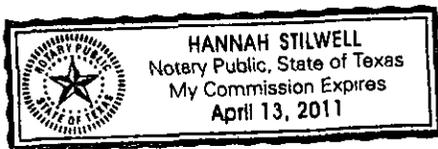
Date: 4/27/10

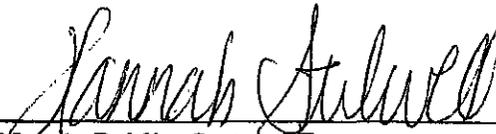
Address: 1601 East Anderson Lane
Austin, TX 78752

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the 27th day of April,
2010, by James Weissmiller (Name), _____ (Title),
of Carstone Real Estate Services, LLC (Entity),
General/Managing Partner, of Austin Creekwood Apartments Ltd, a Texas limited partnership,
on behalf of the partnership.





Notary Public, State of Texas

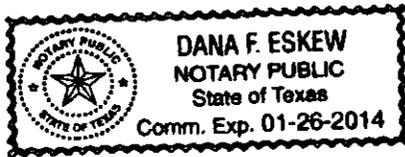
CITY OF AUSTIN:

By: *Sue Edwards*
SUE EDWARDS
ASSISTANT CITY MANAGER,
CITY OF AUSTIN

THE STATE OF TEXAS §

COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the 6 day of May, 2010, by SUE EDWARDS, as Assistant City Manager of the City of Austin, a municipal corporation, on behalf of said municipal corporation.



Dana F. Eskew
Notary Public, State of Texas

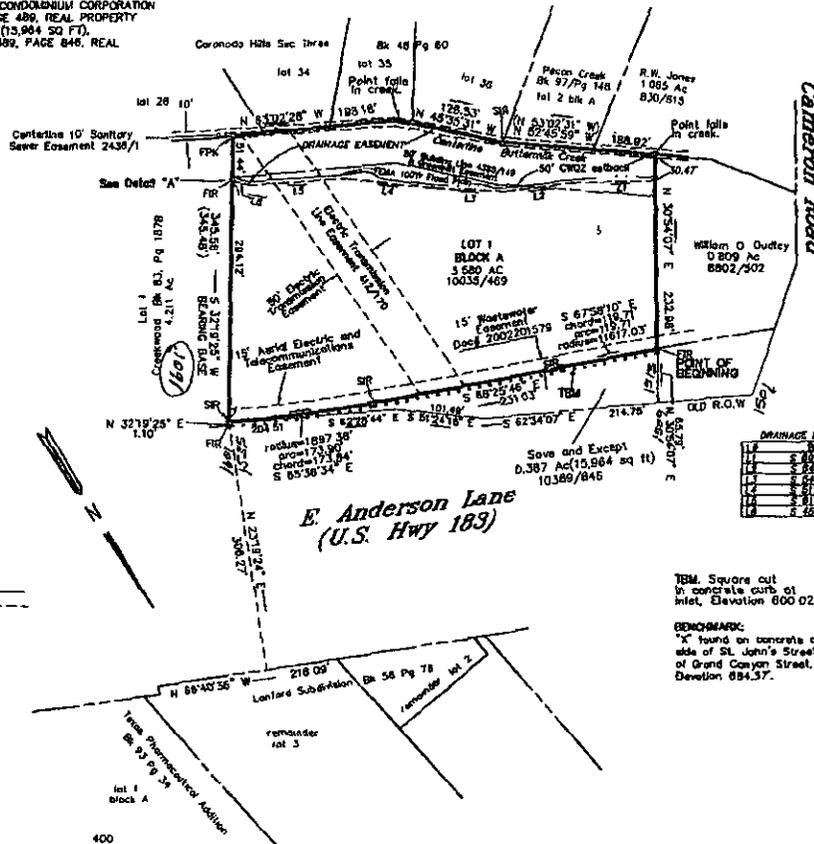
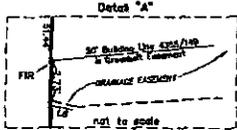
AFTER RECORDING RETURN TO:

City of Austin Law Department
P.O. Box 1088
Austin, Texas 78767-1088
Attn: Diana Minter, Paralegal

Fidai's East Anderson Lane Subdivision

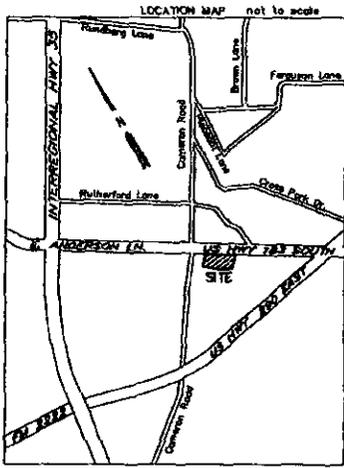
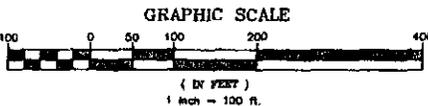
LEGAL DESCRIPTION:
 BEING 3.580 ACRES OF LAND, MORE OR LESS, OUT OF THE WILLIS AVERY SURVEY NO. 31, ABSTRACT NO. 38, IN TRAVIS COUNTY, TEXAS, AND BEING ALL OF THAT CERTAIN 3.94 ACRES OF LAND CONVEYED TO AMERICAN CONDOMINIUM CORPORATION OF HOUSTON BY DEED RECORDED IN VOLUME 10038, PAGE 489, REAL PROPERTY RECORDS, SAME AND EXCEPT, THAT CERTAIN 0.387 ACRE (15,984 SQ FT), CONVEYED TO TUDOT BY DEED RECORDED IN VOLUME 10389, PAGE 846, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS.

OWNER:
 ZIF HOLDINGS, INC
 ADDRESS:
 1517 EAST ANDERSON LANE



LINE NO.	BEARING	DISTANCE
1	N 3219'25" E	1.10
2	S 67'28'10" E	119.71
3	S 62'25'48" E	189.38
4	S 65'38'34" E	173.80
5	N 3219'25" W	294.12
6	N 63'02'28" W	196.18
7	N 45'35'31" W	128.53
8	N 52'45'59" W	189.92
9	N 30'54'07" E	232.98

LEGEND
 FOUND IRON ROD FIR
 SET IRON ROD SIR
 FOUND P.K. NAIL FPK
 (RECORD CALL)
 SIDEWALKS REQUIRED
 CRITICAL WATER QUALITY ZONE CWQZ
 FEMA 100-YEAR FLOOD PLAIN
 DRAINAGE EASEMENT TO CONTAIN 100-YEAR FLOOD PLAIN



FIELD NOTES
 FIELD NOTES FOR 3.580 ACRES OF LAND, MORE OR LESS, OUT OF THE WILLIS AVERY SURVEY NO. 31, ABSTRACT NO. 38, IN TRAVIS COUNTY, TEXAS, AND BEING ALL OF THAT CERTAIN 3.94 ACRES OF LAND CONVEYED TO AMERICAN CONDOMINIUM CORPORATION OF HOUSTON BY DEED RECORDED IN VOLUME 10038, PAGE 489, REAL PROPERTY RECORDS, SAME AND EXCEPT, HOWEVER THAT CERTAIN 0.387 ACRE (15,984 SQ FT), CONVEYED TO TUDOT BY DEED RECORDED IN VOLUME 10389, PAGE 846, REAL PROPERTY RECORDS, TRAVIS COUNTY, TEXAS.

BEGINNING of an iron rod found in the south R.O.W. of East Anderson Lane/U.S. Highway 183, also being the easternmost corner of a 0.809 acre tract conveyed to William O. Dudley by warranty deed recorded in Volume 8802, Page 522, Deed Records, Travis County, Texas, and being in a curve, curving to the left with a radius of 11617.03 feet, for the most northerly corner of the herein described tract;
 THENCE along the arc of said curve a distance of 119.71 feet with a chord which bears S 67'28'10" E at a distance of 119.71 feet to an iron rod set at the point of tangency for a corner hereat;
 THENCE S 62'25'48" E along the south R.O.W. of East Anderson Lane and the northeast line of the herein described tract to an iron rod set at the beginning of a curve to the right with a radius of 1897.38 feet, for a corner hereat;
 THENCE along the arc of said curve for a distance of 173.80 feet with the chord which bears S 65'38'34" E for a distance of 173.80 feet to an iron rod set at the most easterly corner of the herein described tract and from which point an iron rod found at the most northerly corner of Lot 1, Oakwood, a subdivision in Travis County, Texas, according to the map or plot thereof recorded in Book 63, Page 187B, Plat Records, Travis County, Texas, bears N 3219'25" E at a distance of 1.10 feet for the most easterly corner hereat;
 THENCE S 3219'25" W leaving the R.O.W. of East Anderson Lane, along the northwest line of said Lot 1, and the southwest line of the herein described tract at a distance of 294.12 feet pass an iron rod found for a total of 345.56 feet to a P.K. nail found in the approximate centerline of Butterfield Creek, also being in the northeast line of Lot 28, Coronado Hills Section Three, a subdivision in Travis County, Texas, according to the map or plot thereof recorded in Book 46, Page 80, Plat Records of said county, for the most southerly corner hereat;
 THENCE N 63'02'28" W along the common northeast line of said Coronado Hills Section Three and the southwest line of the herein described tract, also being the approximate centerline of Butterfield Creek for a distance of 196.18 feet to a point in the centerline of said creek for a corner hereat;
 THENCE N 45'35'31" W along said centerline for a distance of 128.53 feet to an iron rod set at the most northerly corner of Lot 36, Coronado Hills Section Three, also being the most easterly corner of Lot 2, Block A, Peason Creek, a subdivision in Travis County, Texas, according to the map or plot thereof recorded in Book 97, Page 148, Plat Records of said county, for a corner hereat;
 THENCE N 52'45'59" W for a distance of 189.92 feet along the northeast line of said Lot 2, to a point in the centerline of Butterfield Creek, being in the northeast line of a 1.085 acre tract conveyed to R.W. Jones by warranty deed recorded in Volume 830, Page 845, Deed Records, of said county, for the most westerly corner hereat;
 THENCE N 30'54'07" E leaving Butterfield Creek, along the common southeast line of said William O. Dudley tract and the northeast line of the herein described tract for a distance of 232.98 feet to the POINT OF BEGINNING, containing 3.580 acres of land.

TBM. Square cut in concrete curb at inlet, Elevation 800.02'
 BENCHMARK: "X" found on concrete curb, north side of St. John's Street, 115' west of Grand Canyon Street. Elevation 884.37'.

WATERLOO SURVEYORS INC
 PO BOX 180176
 AUSTIN, TEXAS 78715-0716
 Phone 512-481-9802
 www.waterloosurveyors.com

J1346P

EXHIBIT A

C8-2008-0046.OA

SHEET NO. 2 OF 2

15607

FILED AND RECORDED

OFFICIAL PUBLIC RECORDS

Dana DeBeauvoir

2010 May 12 10:09 AM 2010067028

FERGUSONLL \$64.00

DANA DEBEAUVOIR COUNTY CLERK

TRAVIS COUNTY TEXAS